

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY

RASTELLI PARTNERS, LLC, *et al*

Plaintiffs,

v.

FOFBAKERS HOLDING COMPANY,
LLC, *et al*

Defendants.

: Civ. A. No. 1:19-cv-05124-NLH-JS

CONSENT ORDER TO PROCEED WITH MEDIATION AND ARBITRATION

THIS MATTER has been opened to the Court by David R. Dahan, Esquire, counsel for the Plaintiffs, Rastelli Partners, LLC and Raymond M. Rastelli, Jr. ("Plaintiffs"), seeking interim relief/temporary restraints and injunctive relief for the reasons set forth in the Verified Complaint and Briefs and Certifications filed therewith; with a hearing date of February 15, 2019 as set by the Court with respect to the Plaintiffs' application for interim relief/temporary restraints, and all parties having agreed to the following:

IT IS on this 15th day of February, 2019, **ORDERED** with the consent of all parties as follows:

A. The Defendant, James A. Baker a/k/a Al Baker shall timely participate in good faith in all duly called meetings of the Managers in accordance with the Operating Agreement for FOFBakers, LLC (the "Company").

B. The Defendants shall timely participate in good faith in all duly called meetings of the Members in accordance with the Operating Agreement for the Company

C. The Managers of the Company shall immediately submit to arbitration the deadlock issues described below in accordance with Section 4.1(g) and (h) of the Operating Agreement for the Company. The deadlock issues include (1) approval of pricing information for the Company to submit to the major international franchise chain referred to in the Verified Complaint, (2) entering into an agreement with the major international franchise for the testing and sale of products and (3) the continued use of the Company's sourcing of pork. The time place and manner of the arbitration shall take place in New Jersey (unless otherwise agreed to by the parties) with all parties and their counsel participating either in person or by videoconferencing, Skype or telephone. Expenses for attendance by each party shall be at each party's sole cost and expense. The arbitrator shall be selected in accordance with Section 4.1(g) of the Operating Agreement for the Company by Monday, February 18, 2019 and the arbitration shall take place by no later than Thursday, February 21, 2019. Nothing herein shall limit or restrict any other deadlock issues that the arbitrator may determine as being subject to arbitration under Section 4.1 (g) and (h) of the Operating Agreement for the Company. The scheduling of the arbitration as to any such other deadlock issues other than items (1) – (3) above shall be determined by the arbitrator.

D. Pursuant to L.Civ.R. 301.1, the parties shall participate in expedited mediation with respect to developing and approving a 2019 operating budget and any other issues identified by the parties in accordance with Section 4.4 of the Operating Agreement. The mediation shall be conducted in accordance with Article 12 of the Operating Agreement for the Company. The mediation shall take place in New Jersey within 30 days from the date hereof unless otherwise mutually agreed to by the parties or directed by the Court, and with all parties and their counsel participating either in person or by videoconferencing, Skype or telephone. The parties consent to using United States Magistrate Schneider, if available, to mediate any dispute submitted to

mediation under Section 12 of the Operating Agreement. In the event that Judge Schneider is unavailable, the mediation shall be conducted through the use of a single mediator (as opposed to a panel of three (3) mediators) to be agreed upon by the parties within three (3) days from the date of this Consent Order provided that if the parties cannot agree, the Court shall appoint a mediator within three (3) days after such request. Expenses for attendance by each party shall be at each party's sole cost and expense. The selected mediator shall oversee discovery and schedule mediation sessions. However, the parties may submit any discovery dispute to the Court.

E. This action shall remain active pending the results of mediation and the Court retains jurisdiction.

SO ORDERED this 15th day of Feb., 2019



,U.S.D.J.